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**SECOND AMENDMENT
TO
AGREEMENT AND CERTIFICATE OF
LIMITED PARTNERSHIP
FOR
K & R DUFFIN INVESTMENTS LIMITED PARTNERSHIP**

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FOR
K & R DUFFIN INVESTMENTS LIMITED PARTNERSHIP

THIS SECOND AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP (this "Second Amendment") is entered into to be effective as of December 31, 1987, among L. KEITH DUFFIN and LOUISE S. DUFFIN as General Partners; L. KEITH DUFFIN, LOUISE S. DUFFIN, STANLEY LORAIN DUFFIN, CHRISTINE D. WRIDE, RAYMOND KEITH DUFFIN, KAREN D. MECHAM, SANDRA D. KNIGHT and JANILEE D. PALMER, as Limited Partners. The General Partners and Limited Partners are sometimes referred to herein as the partners.

Recitals

A. By Agreement dated December 30, 1985, and by Certificate of Limited Partnership filed for record in the office of the Secretary of State of Idaho on January 10, 1986 (the "Agreement and Certificate of Limited Partnership"), K & R Duffin Investments Limited Partnership, an Idaho limited partnership (the "Partnership"), was formed.

B. By First Amendment to Agreement and Certificate of Limited Partnership for K & R Duffin Investments Limited Partnership dated as of December 30, 1985, (the "First Amendment") the parties thereto amended the Agreement and Certificate of Limited Partnership.

C. The partners now desire to amend the Agreement and Certificate of Limited Partnership and the First Amendment by this Second Amendment to reflect a change in the limited partner interests governed by the Agreement and Certificate of Limited Partnership and the First Amendment.

Amendment

In consideration of the recitals and the mutual promises contained herein, the partners hereby amend the Agreement and Certificate of Limited Partnership and First Amendment as follows:

1. Article 2.2 is hereby amended to read in its entirety as follows:

2.2 Interests in Capital. The interests of the partners in the capital originally contributed to the Partnership are as follows:

<u>Name</u>	<u>Class of Interest</u>	<u>Interest in Capital</u>
L. Keith Duffin	General Partner	1.0%
Louise S. Duffin	General Partner	1.0%
L. Keith Duffin	Limited Partner	41.3%
Louise S. Duffin	Limited Partner	41.3%
Stanley Loraine Duffin	Limited Partner	2.2%
Christine D. Wride	Limited Partner	2.2%
Raymond Keith Duffin	Limited Partner	4.4%
Karen D. Mecham	Limited Partner	2.2%
Sandra D. Knight	Limited Partner	2.2%
Janilee D. Palmer	Limited Partner	2.2%

2. Article 3.1 is hereby amended to read in its entirety as follows:

3.1 Profits and Losses. The net profits or net losses of the Partnership shall be determined on an annual basis in accordance with accounting principles generally applicable to partnerships on the cash method of accounting. The net profits and net losses shall be shared by the partners in accordance with their Sharing Ratios. The "Sharing Ratio" of each partner is set forth below:

<u>Name</u>	<u>Class of Interest</u>	<u>Interest in Capital</u>
L. Keith Duffin	General Partner	1.0%
Louise S. Duffin	General Partner	1.0%
L. Keith Duffin	Limited Partner	41.3%
Louise S. Duffin	Limited Partner	41.3%
Stanley Loraine Duffin	Limited Partner	2.2%
Christine D. Wride	Limited Partner	2.2%
Raymond Keith Duffin	Limited Partner	4.4%
D. Mecham	Limited Partner	2.2%
Sandra D. Knight	Limited Partner	2.2%
Janilee D. Palmer	Limited Partner	2.2%

IN WITNESS WHEREOF, the partners have executed and sworn to this Second Amendment on the dates stated below, to be effective for all purposes as of December 31, 1987.

GENERAL PARTNERS:

L. Keith Duffin
L. KEITH DUFFIN

Date: Dec. 28, 1987

Louise S. Duffin
LOUISE S. DUFFIN

Date: Dec. 28, 1987

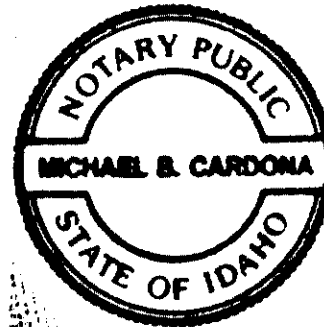
LIMITED PARTNERS:

L. Keith Duffin
L. KEITH DUFFIN

Date: Dec 28, 1987

Louise S. Duffin
LOUISE S. DUFFIN

Date: Dec 28, 1987



STATE OF IDAHO

COUNTY OF BINGHAM

)
) ss.
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On this 28th day of Dec, 1987 before me
Michael B. Cardona, personally appeared L. Keith
Duffin and Louise S. Duffin, known or identified to me to
be the persons whose names are subscribed to the within
instrument, and acknowledged to me that they executed the
same. In witness whereof I have hereunto set my hand and
affixed my official seal the day and year in this certifi-
cate first above written.

My Commission Expires:

March 1993

Michael B. Cardona
Notary Public

Residing at: Abidene Idaho

Stanley L. Duffin
STANLEY LORAIN DUFFIN

STATE OF IDAHO

COUNTY OF Ada

)
) ss.
)

On this 29th day of January 1988 before me
Lorraine Duffin, personally appeared Stanley
Lorraine Duffin, known or identified to me to be the person
whose name is subscribed to the within instrument, and
acknowledged to me that he executed the same. In witness
whereof I have hereunto set my hand and affixed my offi-
cial seal the day and year in this certificate first above
written.

My Commission Expires:

Sept. 20, 1992

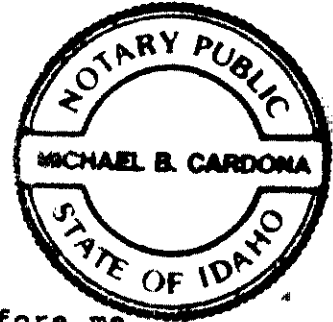
Kay Sambers
Notary Public

Residing at: Boise, Idaho

Christine D. Wride
CHRISTINE D. WRIDE

STATE OF Idaho
COUNTY OF Bingham

)
) ss.
)



On this 28th day of Dec., 1987 before me
Michael B. Cardona, personally appeared Christine D.
Wride, known or identified to me to be the person whose
name is subscribed to the within instrument, and acknowl-
edged to me that she executed the same. In witness whereof
I have hereunto set my hand and affixed my offi- cial seal
the day and year in this certificate first above written.

Michael B. Cardona
Notary Public

My Commission Expires:

March 1993

Residing at: Aberdeen Idaho

RAYMOND KEITH DUFFIN



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) SS.
)

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On this 28th day of Dec., 1987 before me

March 1993

Notary Public

Residing at: Aberdeen

Karen D. Mecham
KAREN D. MECHAM

STATE OF Cal
COUNTY OF Fresno

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) ss.
)

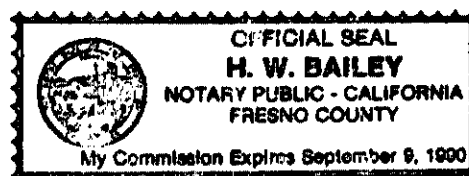
On this 6 day of Feb, 1988 before me
Karen D. Mecham, personally appeared Karen D.
Mecham, ~~known or~~ identified to me to be the person whose
name is subscribed to the within instrument, and acknowl-
edged to me that she executed the same. In witness whereof
I have hereunto set my hand and affixed my offi- cial seal
the day and year in this certificate first above written.

My Commission Expires:

9-9-90

H. W. Bailey
Notary Public

3795 N Furness
Residing at: Fresno CA

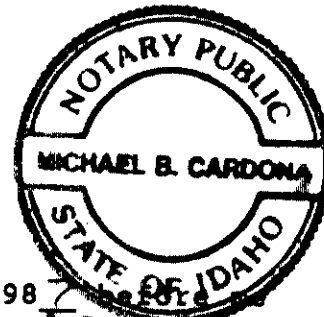


Sandra D. Knight
SANDRA D. KNIGHT

STATE OF Idaho

COUNTY OF Bingham

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) ss.
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On this 28th day of Dec., 1987, before me,
Michael B. Cardona, personally appeared Sandra D.
Knight, known or identified to me to be the person whose
name is subscribed to the within instrument, and acknowl-
edged to me that she executed the same. In witness whereof
I have hereunto set my hand and affixed my official seal
the day and year in this certificate first above written.

Michael B. Cardona
Notary Public

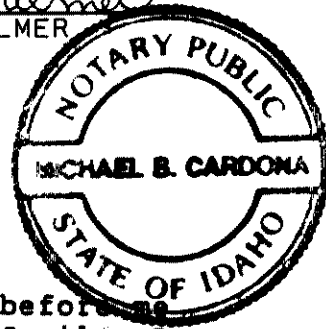
My Commission Expires:

March 1993

Residing at: Abundance Idaho

JANILEE D. PALMER

Janilee D. Palmer
JANILEE D. PALMER



STATE OF Idaho
COUNTY OF Bingham

)
) ss.
)

On this 28th day of Dec., 1987 before me,
Michael B. Cardona, personally appeared Janilee D.
Palmer, known or identified to me to be the person whose
name is subscribed to the within instrument, and acknowl-
edged to me that she executed the same. In witness whereof
I have hereunto set my hand and affixed my official seal
the day and year in this certificate first above written.

Michael B. Cardona
Notary Public

My Commission Expires:

March 1993

Residing at: Abundant Idaho

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